

From: SCallnin@MICROS.COM
Sent: Thursday, February 08, 2001 10:47 AM
To: Dan Van Veelen
Subject: Proposal for Peter Rogers' Software Purchase

Dan,

To recap what we were talking about yesterday, one of our outstanding invoices is for the software bundle Peter Rogers bought from you last summer for \$136,000. His intention at the time was 2-fold: to get the ASP rolling, as well as to help Sagent (as best we could at the time) make its quarterly target. With Micros' customer base being a bit tight-pocketed the past few quarters, staffing the development and maintenance of the ASP model has been put on hold. My team is going to concentrate on the full-install model that we already have. Actually, we have some very good leads about to bear fruit.

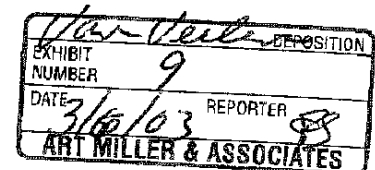
You and Peter had agreed to allow the software he purchased to be an asset on our shelf for some of the next full-install projects. I'd like to rearrange licenses, so that they are more apt to be useful to us in our next full-installs. One big problem with the original agreement is that \$24,000 of it was for annual support.

I had to push hard to get the AmeriKing consulting invoices for \$178,000 through our CFO. There are already grumbling about our relationship with Sagent and "why are we sending them so much money"... I've been assuring them that any expenses going out to Sagent have been more than covered by revenues from InSight's customers. For the AmeriKing job, that has been somewhat acceptable... they had been less aware of the revenues from AmeriKing, and more sensitive to the expenses. On the other hand, they were less than excited about the mix of revenue sharing, as you can understand from the Excel sheet I sent you. But the old invoices are for revenues realized a LONG time ago, and the expenses against them are coming at the absolute worst time.

I'd like to take the \$24,000 for support off the Rogers' purchase. For the remaining \$112,000, I'd like to call them 2 Data Loads (v 4.2) + 1 Analytical Calc ($2 \times \$75,000 + \$10,000 = \$160,000 - 30\% = \$112,000$). Once we resell the Data Loads, the \$24,000 in support will come to pass anyway.

Let me know if that is acceptable, and what we would need to do to have the paperwork reflect the new arrangement. Also, if the invoice could be reissued to reflect 2 Loads, an AC & no annual support, I'll see to it that it gets paid ASAP.

Thanks, Dan.



From: SCallnin@MICROS.COM
 Sent: Friday, March 30, 2001 11:34 AM
 To: Dan Van Veelen
 Subject: RE: Proposal for Peter Rogers' Software Purchase

Hi, Dan.

Okay on the Analytical Calculator. We'll leave that in the invoice, making it 2 Data Loads and 1 AC for \$112,000.

Regarding the reissuing of the software, the original invoice called for 1 Data Load, 1 Data Access/WebLink, and 1 AC (and then Support & SEL). But that was intended at the time for an ASP version of InSight. That initiative has been postponed, so we would prefer to have 2 Data Loads available for the next 2 standard, full-install projects.

The AC license may or may not be useful in the next couple of projects... it would depend on the complexity of the solution required. Our straightforward InSight core (read, not like AmeriKing) would not call for the Analytical Calculator. If possible, please entertain the idea of making the balance of the invoice after the 2 Data Load packages [\$112,000 - (2 x \$53,000)] a license for the Forecasting transform. I'd like to get that piece loaded onto our development server so we can try making some add-on modules for InSight. I think a mechanism built into InSight for Sales and Labor forecasting could really set InSight apart from any other products out there, and make InSight even more attractive as we begin now to get our Micros Sales force proactive about selling Data Warehousing.

Scott

> -----Original Message-----

> From: Dan Van Veelen [mailto:dvanveelen@sagent.com]
 > Sent: Friday, March 23, 2001 4:06 PM
 > To: 'SCallnin@MICROS.COM'
 > Subject: RE: Proposal for Peter Rogers' Software Purchase

> Scott,

> The analytical calculator will remain a listed (extra) item. The
 > information Matt & Sanjay passed on was incorrect. Can you refresh my
 > memory on the invoices- why do we need to reissue the software? I thought
 > the issue at hand was the maintenance dollars...

> Also, can you give me a date as to when the outstanding balances we spoke
 > about will be paid? If they have been paid already please disregard.

> Lastly, any news on the deals we spoke about?

> Have a great weekend,

> Dan

> -----Original Message-----

> From: SCallnin@MICROS.COM [mailto:SCallnin@MICROS.COM]
 > Sent: Friday, March 16, 2001 9:38 AM
 > To: dvanveelen@sagent.com
 > Subject: RE: Proposal for Peter Rogers' Software Purchase

> Dan,

> I hadn't seen a reissued invoice based on \$112,000 for two licenses
 > of Data Load and 1 Analytical Calculator. One question though... we heard
 > version 4.5 is due out soon. From previous talks with Matt and/or Sanjay,
 > I believe Sagent was going to have Analytical Calculator come as part of
 > the Data Load package & not priced separately? Is that going to be the
 > case when v 4.5 comes out? If so, let's talk about making your new

EXHIBIT		DEPOSITION
NUMBER 10		
DATE 3/16/03	REPORTER JS	
ART MILLER & ASSOCIATES		

> Forecaster transform the balance of Peter's commitment from last summer.

>
> I think the Forecaster might end up being our next most resellable
> product after the Data Load package. We saw the Web demo of Forecaster a
> couple months ago, and can easily see how it fits into InSight...
> predicting seasonally, labor scheduling, menu mix, inventory, etc. While
> working recently on our sales approach, we decided to spend some R&D time
> extending the data warehousing foundation, which is really all we have in
> InSight at this point, by developing the kinds of strategic reports and
> analysis capabilities that will allow restaurant chains to hit big ROI
> homeruns with InSight. Forecaster will play nicely into that initiative.

> Talk to you later, Dan.

> Scott

> -----Original Message-----

> From: Dan Van Veelen [mailto:dvanveelen@sagent.com]
> Sent: Thursday, February 08, 2001 11:04 AM
> To: 'SCallnin@MICROS.COM'
> Subject: RE: Proposal for Peter Rogers' Software

> Purchase

> Scott,

> No problem with reissuing the software licenses to reflect
> two Data Load Servers and one Analytical Calculator. The maintenance will
> begin with the next sale. I will draft a letter approving this
> reallocation of the licenses and send you a copy no later than tomorrow's
> close of business.

> Dan

> -----Original Message-----

> From: SCallnin@MICROS.COM
> [mailto:SCallnin@MICROS.COM]
> Sent: Thursday, February 08, 2001 10:47 AM
> To: DVanVeelen@sagent.com
> Subject: Proposal for Peter Rogers' Software

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- > support, I'll see to it that it gets paid ASAP.
- >
- > Thanks, Dan.

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MARYLAND

SAGENT TECHNOLOGY, INC. * CIVIL ACTION JFM-02-2505
Plaintiff *

vs. Baltimore, Maryland *

MICROS SYSTEMS, INC. *
Defendant * January 22, 2003
* * *

Deposition of PETER ROGERS, JR., a witness
of lawful age, taken on behalf of the Plaintiff in the
above-entitled cause, pending in the District Court of
the United States for the District of Maryland, before
Dawn L. Venker, a Notary Public in and for Baltimore
County, Maryland, at 7031 Columbia Gateway Drive,
Columbia, Maryland 21046, on the 22 day of January,
2003.

* * * * *

APPEARANCES:

SCOTT H. PHILLIPS, Esquire
For the Plaintiff

MICHAEL H. TOW, Esquire
For the Defendant

Reported By: Dawn L. Venker

Peter Rogers, Jr. - 1/22/03

18

1 Q When you say "specific numbers," do I
2 understand that to be the number of licenses and the
3 exact discount that Sagent was offering you, those
4 sorts of things?
5 A Yes.
6 Q Did you consider the representation that
7 Sagent had made regarding return of the product for a
8 full refund an important statement made by the company
9 at that time?
10 A Yes.
11 Q Let me hand you, Mr. Rogers, what we'll
12 mark as Exhibit Number 1.
13 (Rogers Deposition Exhibit Number 1 was
14 marked by the reporter.)
15 Q I'll ask you if you can identify that, sir?
16 A This is a memo that I generated to Dan
17 VanVeelen providing a purchase order for MICROS to
18 Sagent to acquire the data access package and
19 analytical calculator.
20 Q That is your signature at the bottom of the
21 first page there?

19

1 A Yes.
2 MR. PHILLIPS: For the record, Exhibit 1 is
3 comprised of a two-page document bearing Sagent Bates
4 numbers 32 and 33.
5 Q What was your understanding as of June
6 30th, 2000 as to who Mr. VanVeelen was?
7 A Mr. VanVeelen was the regional manager who
8 was the direct sales contact and technical contact to
9 MICROS from Sagent.
10 Q Did you actually type this letter on your
11 computer?
12 A Yes.
13 Q And you read it before you signed it
14 obviously?
15 A Yes.
16 Q And on page 2 of this document, which is
17 S33, can you identify that for me?
18 A This is the quote provided from Sagent to
19 myself that I was to attach to the letter authorizing
20 the acquisition of the product.
21 Q Now, I think that the -- I'll admit that

20

1 the print on this is somewhat fuzzy because it has been
2 copied a number of times, but it looks like the date on
3 this price quote is June 20th, 2000. Do you see that
4 in upper right?
5 A 6-20.
6 Q Does that sound about right in terms of
7 when you received this price quote from Sagent?
8 A I don't remember, but quite conceivably.
9 Q Let me ask you to look down in the box
10 there. There is an item for technical support and
11 upgrades. Do you see that?
12 A Yes.
13 Q And to the right of that there's a printed
14 number that has been stricken through, and then it
15 looks like someone wrote 24,000 in place of that. Do
16 you see that?
17 A Yes.
18 Q Do you know who did that?
19 A No.
20 Q Do you know why that would have been done?
21 A I think the far right -- I believe that the

21

1 license fee number was different than the total. This
2 was a matter of matching up.
3 Q And is that your signature at the bottom of
4 this page?
5 A Yes.
6 Q How about the handwriting above and below
7 it which reads, "Approved June 30, 2000. VP business
8 development."
9 A That is my handwriting.
10 Q Now, does the purchase order that you
11 issued on June 30th, 2000 reflect the same product mix
12 and price that is seen in the quote received from
13 Sagent?
14 A Yes. As far as my knowledge. My cover
15 letter designated the software number and the technical
16 support number.
17 Q Is it your contention that MICROS has paid
18 to Sagent any portion of the \$136,000 reflected on both
19 the quote and your purchase order?
20 A I have no contention. I'm not aware of us
21 paying them.